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1867

CONSTITUTION

AND

BY-LAWS

OF THE

OSHAWA CO-OPERATIVE SOCIETY,

(LIMITED.)

Instituted under the provisions of Act 29 Vic., cap. 22,
January 17th, 1867.

OSHAWA:

Printed for the Society, at the *Vindicator* Office.

1867.

The Oshawa Co-operative Society. (Limited.)

PRESIDENT,
MR. ALEX. HENDERSON.

VICE-PRESIDENT,
MR. J. P. SMITH.

SECRETARY,
MR. W. M. CREWSON.

TREASURER,
MR. JOHN SYKES.

TRUSTEES.

Messrs. J. B. KEDDIE, ISAAC FRENCH and ALEX. BURNET.

DIRECTORS.

For twelve months.
Messrs. M. BARTON,
" JACOB P. WOOD,
" JOHN COLEMAN,
" E. FIELD,
" D. GARROW,
" H. M. KENNEY.

For six months.
Messrs. PHILIP TAYLOR,
" WM. DEAN,
" JOHN CARTER,
" JOHN MCGILL,
" GEO. W. GARTH,
" H. R. CARNES.

AUDITORS.

For the Association.
Messrs. P. H. THORNTON,
" H. B. TAYLOR.

For the Directors.
Messrs. A. FAREWELL,
" G. H. GRIERSON.

SOLICITORS,—Messrs. FAREWELL & MCGEE.

BANKERS,—ONTARIO BANK.

CONSTITUTION.

Article I.--Name and Place of Business.

This Association shall be called THE OSHAWA CO-OPERATIVE SOCIETY (Limited,) established under the Act entitled "An Act to authorize the formation of Companies or Co-operative Associations, for the purpose of carrying on in common any trade or business," and shall carry on its business and operations under such name at the Village of Oshawa, in the County of Ontario and Province of Canada.

Article II--Object of the Society.

The object of this Society shall be to carry on a General Mercantile Establishment, for its members, who shall participate in the profits arising therefrom on Co-operative principles, thereby encouraging industry and economy, and otherwise ameliorating the condition of its supporters.

Article III--Capital.

The Capital shall be in shares of Five Dollars each, the payment of one share consti-

tuting a member. No member shall hold more than twenty shares; but each member shall have the same powers and privileges in reference to the management of the affairs of the Society, whether he hold one or more shares.

Article IV.--Business.

The business of the Association shall be conducted strictly on cash principles; no credit shall be either given or taken.

Article V.--Government and Management.

The government and management of this Association shall be vested in a President, Vice-President, Secretary, Treasurer, three Trustees, and twelve Directors, who shall be elected by ballot from among the shareholders at the Annual Meeting, except as hereinafter provided.

Article VI.--Board of Directors.

The President, Vice-President, Trustees, and Directors, shall constitute the Board of Directors, seven of whom shall form a quorum for the transaction of business.

Article VII.--Term of Office.

The Directors and Officers shall hold office for twelve months after election, which period

shall commence on the first day of the month succeeding that in which the election is held, except the six Directors elected at the first general meeting of this Society for six months, and on the expiry of their term of office, six new Directors shall be elected to fill their places, who shall hold office for twelve months, and thereafter six Directors shall retire in January, and six in July, and the same number shall be elected to fill their places. Retiring Directors and Officers to be eligible for re-election.

Article VIII—Sign and Seal.

This Society shall paint or affix, and keep painted or affixed, its name on the outside of its place of business and office, in a conspicuous position, and in letters easily legible. The Society shall also procure and have a common seal, and shall have its name engraved thereon; and shall have its name mentioned in legible characters in all notices, advertisements, and other official publications of such Society; and on checks and orders for money or goods, purporting to be signed by or on behalf of such Company, and on all bills of parcels, invoices, receipts, and letters of credit, of this Society.

BY-LAWS.

Article I.--Duties of President.

It shall be the duty of the President to preside at all meetings of the members of the Board of Directors; enforce the rules, put all questions, announce the decisions, and, in the case of a tie, to give the casting vote; he shall call a special meeting of the Association, or of the Board, at the written request of twenty shareholders; he shall also sign all checks, drafts, and orders.

Article II.--Vice-President.

The Vice-President, in the absence of the President, shall perform all the duties of that office, and shall be chairman, ex-officio, of all Committees.

Article III.--Secretary.

The Secretary shall attend all meetings of the Association, and of the Board of Directors, keep a record of all their transactions and publish calls for meetings; he shall also keep a list of the names, residences and occupations of all members, showing when and how each person became a member, and when he or she ceased to be such, alphabetically arranged. He shall keep the books and papers belong-

ing to his office, which shall be open to the inspection of members at such times as shall be hereinafter stated; he shall attend to all correspondence, and shall at all meetings announce from his records the order of business.

Article IV.--Treasurer.

The Treasurer shall receive and pay all moneys for and on behalf of the Association, and keep a correct account of all moneys received and disbursed by him; he shall deposit all funds belonging to the Association in their Bank of deposit, at least twice a week, or whenever the sum in his hands amounts to one hundred dollars, and such deposit shall be made to the credit of the Trustees of the Association; he shall pay no money without a voucher therefor, and give a receipt for all moneys received by him, and produce his Bank Book at every meeting of the Board of Directors; he shall post his books and make a report thereof monthly, and for the faithful performance of his duties he shall give bonds with approved security to the amount of Five Hundred Dollars

Article V.--Trustees.

The Trustees shall hold all the real and personal property of the Association in trust, which shall be subject at all times to the regulation of the Board of Directors (for the

time being.) The Association shall be carried on in their name, and they shall be responsible for its liabilities; no money shall be drawn from the bank without the signatures of two Trustees and the President; no expenditure shall be incurred by them without the sanction of the Board of Directors, to whom they shall report quarterly.

Article VI--Directors.

The Board of Directors shall have power to engage or dismiss any of the employees of the Association, except as hereinafter provided. The duties of the Board shall be to direct the Manager as to the conduct of the business, and to inspect the same from time to time; they shall meet at least once a week to receive reports, hear complaints, and arrange and direct such incidental matters as may occur; in case of the retirement of any officer or director, they shall appoint some member to fill his place till the next general meeting, to which they shall report, and should the President and Vice-President be both absent at any meeting of the Board, they shall elect a Director to preside for the time being.

Article VII--Manager.

It shall be the duty of the Manager to purchase all the goods, and conduct the business of the store, under the supervision of the Di-

rectors. He shall engage, subject to the approval of the Board, all his assistants, and shall carefully look after and superintend their actions; he shall promptly, and at once, in writing, report to the Board, any misconduct on their part, and he shall allow no careless waste of the property of the Association in any manner whatsoever. His books shall be open at all times to the inspection of the Board. He shall give to the Secretary a list of the names of all persons desirous of becoming members; retain at all times Twenty-five Dollars for the purchase of goods, hand the balance of cash received to the Treasurer every day, excepting Saturdays, and days immediately preceding public holidays; the money received on such days to be collected from the Manager on Mondays, or the first business day after such public holiday. He shall furnish the Board with a weekly abstract of the receipts and disbursements, and he shall give approved security to the amount of Two Thousand Dollars, for the faithful discharge of his duties.

Article VIII--Female Members

Women may take shares and become members, and may exercise the right of voting.

Article IX--Admission of Members.

Every person desirous of becoming a mem-

ber of the Association, shall leave his or her name with the Manager at the store; but no person shall be admitted except by the Directors or by the approval of the general meeting of the Associati; on every one so approved shall pay at least 50 cents on each share, and 50 cents per share each succeeding week, until the whole shall have been paid up.

Article X.—Office of the Association.

The Office of the Association shall be at its store in Oshawa, where the books of accounts and other documents shall be kept. All notices of meetings shall be conspicuously posted there, which shall be deemed a sufficient notice, and all communications shall be made there to the Board, and other officers of the Association.

Article XI—Withdrawal of Shares.

No Shareholder in this Association shall transfer his or her share or shares to any person or persons whomsoever, but members may withdraw their shares by giving the following notice to the Manager, viz:—

For \$5 . . .	2 weeks.		\$40 to \$60	10 weeks.
" 5 to \$10	4 "		60 "	80 12 "
" 10 " 20	6 "		80 "	100 14 "
" 20 " 40	8 "			

The Directors, however, may shorten the period of such notices if they find a sufficient cause for so doing.

Article XII—Reversion of Shares.

The shares of a deceased member shall be the property of his or her legal heirs or assigns, and one of his or her such legal personal representatives, to be chosen by themselves, shall have the right of voting at all meetings of this Society.

Article XIII--Bankrupts.

In case any member become bankrupt, and application be made to the Directors by the assignees of such bankrupt to know the amount of shares he or she may hold in the Association, the Directors must examine such member's accounts, and make declaration of the same; and should the assignees claim the amount of such member's investments, the proper notices shall be given, and dealt with as in the case of members withdrawing.

Article XIV—Division of Profits.

The net proceeds of all business carried on by the Association, after paying or providing for the expenses of management, seven per cent. interest on shares, (paid annually) and allowing ten per cent. per annum for contingencies, shall be divided quarterly among

the purchasers in proportion to the amount of their purchases at the store during the previous quarter, in the following ratio:

Each shareholder shall receive twice the dividend of a non-shareholder, *i. e.*, for every twenty cents profit received by a shareholder, a non-shareholder shall receive ten cents, their purchases being equal; non-shareholders may withdraw their profits, or have the same credited in the books of the Association until they amount to one share, when interest will be paid thereon. No dividend shall be allowed on a less sum than an aggregate amount of five dollars during the quarter for which such dividend is declared, and no dividend shall be paid on any amount purchased during a previous quarter, as all checks must be left with the Manager on the last day of March, June, September, and December, in each and every year.

Article XV—Meetings

Quarterly general meetings shall be held on the 3rd Friday in January, April, July, and October, in each year, at which a full statement of the business of the quarter ending on the last day of the month previous, shall be submitted to the meeting, the quarterly dividend declared, and other necessary business proceeded with. Special general meetings shall be called by the President on

the application of seven Directors, or if twenty members desire a special meeting, they may request the President, in writing, to call the same, and he shall do so by giving seven days' notice thereof, which shall be posted in the Society's Store, setting forth the object of the meeting; no other business shall be transacted at such meetings than the business specified in the notice convening them; should the President neglect to call any such meetings, a majority of the Directors shall have that power, or twenty members in conjunction with three Directors may do so, and the business transacted shall be binding on the Society.

Article XVI—Paid Offices.

No Director shall hold any office of emolument in this Association.

Article XVII—Audit of Accounts.

There shall be two Auditors of this Association elected annually by the members, and two by the Board of Directors; they shall audit the accounts of the Society, and see that they are correctly kept, and shall lay before each quarterly meeting a balance sheet of the receipts and expenditures, and also of the assets and liabilities of the Association, signed by them, with a statement of the affairs of the Association since the last quarterly meeting,

and of its then condition; the Auditors shall have power to call for and examine all books and documents belonging to the Association, and every balance sheet so signed, and which shall have been approved by any such meeting, shall be binding upon all members of the Association, except as to any error discovered within two months thereafter.

Article XVIII—Complaints.

If any member have any complaint to make relative to the quality of, or prices charged for, goods supplied by the Association, or respecting the conduct of any of the employees, such complaint shall be made to the Board of Directors in writing, signed by the parties complaining, or by some member on their behalf; such complaint shall be investigated by the Board, and their decision entered on the records; if the complainant is not satisfied with their action, the complaint shall be brought before the quarterly general meeting, whose decision shall be final.

Article XIX--Sale of Liquors.

No intoxicating liquors shall be sold or dealt in by this Association.

Article XX—Pledge of Members.

Persons joining this Association shall sign

a declaration pledging themselves to be governed by the rules thereof.

Article XXI—Alteration of Rules.

No repeal, alteration, amendment, or addition to these rules shall be made except at a general or special general meeting of members, and no such repeal, alteration, amendment or addition shall be made without the approbation of two-thirds of the members then and there present, and a copy of any repeal, &c., intended to be proposed shall be forwarded to the Secretary, and by him properly posted for inspection of members seven days before such general or special general meeting.

Article XXII—Dissolution.

No dissolution or closing up of the Association shall take place so long as there are ten shareholders desirous of continuing the same.

Article XXIII—Liability of Shareholders.

The liability of the shareholders shall be limited, that is to say, no shareholder in this Association shall be in any manner liable for or charged with the payment of any debt or demand due by the Society beyond the amount of his or her share or shares subscribed for, and any shareholder having fully paid up the amount of his or her share or shares shall be free from all further liability.

ORDER OF BUSINESS.

- 1—Calling Roll.**
- 2—Reading and approval of Minutes of last Meeting.**
- 3—Reading Correspondence.**
- 4—Reception of Reports of Committees.**
- 5—Reception of Report of Finance Committee.**
- 6—Unfinished Business.**
- 7—Admission of New Members.**
- 8—New Business.**
- 9—Adjournment.**